

**Invitation to attend the General Assembly Meeting  
of Oman Insurance Company (P.S.C)**

The Board of Directors of Oman Insurance Company (PSC) (the “Company”) has the honor to invite the shareholders to attend the General Assembly meeting at 10:00 am on Wednesday, 04/11/2020 at the Company’s Head Office located at Al Maktoum, Deira, near Emirates Concorde Hotel, first floor to consider the following agenda:

**To consider adopting a Special Resolution:** to amend the Articles of Association of the Company in line with the Governance Guide of joint stock companies issued by the Decision of the Chairman of the Board of Directors of the Securities and Commodities Authority No. 3 of 2020 as follows:

- 1- Amendment of the Definition of ‘Related Party(ies)’ and addition of the definition of ‘Associated Parties’
- 2- Amendment of the Definition of “Control”
- 3- Amendment of the English version of Article 21 paragraph 4 relating to ‘Board Membership’
- 4- Amendment of Article 28 relating to ‘Resolutions by Circulation’
- 5- Amendment of Article 49 relating to ‘Passing a Special resolution’ by adding a paragraph including matters necessitating passing a Special Resolution which are not mentioned in the Articles of Association and provided in the Governance Guide of joint stock companies.
- 6- Amendment of paragraph 2 (b) of Article 51 relating to ‘Enlisting an item on the Meeting Agenda of the General Assembly’

**Notes:**

1. Any shareholder who has the right to attend the General Assembly may delegate any person other than a member of the Board of Directors or the Company’s employees or securities brokerage companies or its employees under a special written proxy. In such capacity, no proxy may represent more than 5% of the shares in the capital of the Company. Shareholders who lack capacity or competency shall be represented by their legal representatives. (Subject to the requirements of paragraph 1 and 2 of Article No. (40) of the Decision of the Chairman of the Board of Directors of the Securities and Commodities Authority No. 3 of 2020 concerning the approval of the Public Shareholding Company Governance Guide) You may consult the disclosure published on the Company’s page, on the Market’s website regarding the procedures required to approve the proxy by referring to the General Assembly’s invitation.
2. A corporate person may delegate one of its representatives or those in charge of its management under a decision of its Board of Directors or its authorized deputy to represent such corporate person in the General Assembly of the Company. The delegated person shall have the powers as determined under the delegation decision.
3. Shareholders registered in the Shareholders Register on Tuesday, 03/11/2020 shall be entitled to vote in the General Assembly meeting.

4. The meeting of the General Assembly shall not be valid unless attended by shareholders who hold or represent by proxy at least (50%) of the Company's share capital. If this quorum for the meeting is not available in the first meeting, the second meeting shall be convened on 14/11/2020 in the same place and time. (The second meeting shall be held after a period of not less than five (5) days and not more than fifteen (15) days from the date of the first meeting. The postponed meeting shall be deemed valid irrespective of the number of the shareholders present.
5. Shareholders can consult the proposed amendments to the Company's Articles of Association on the Market's website and the Company's website.
6. Special Resolution: is a resolution passed by majority vote of the shareholders who hold at least 3/4 of the shares represented in the General Assembly meeting of a joint-stock company.
7. You can view the guide on investor rights in securities, which is available on the main page of the SCA official website, according to the following link:

<https://www.sca.gov.ae/ar/services/minority-investor-protection.aspx>